

Exhibit B

**HEADQUARTERS:**

1304 Langham Creek Drive, Suite 454, Houston, TX 77084

P.O. Box 218568, Houston, TX 77218-8568

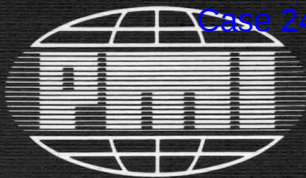
(713) 691-4401 • 800-AUCTION (282-8466)**FAX: (713) 672-7905 • www.pmi-auction.com****E-Mail: pmi@pmi-auction.com**

**AGREEMENT AND UNDERSTANDING BETWEEN PLANT & MACHINERY,
INC., PPL GROUP LLC, AND ALLISON D. BYMAN, CH 7 TRUSTEE OF THE
ESTATE OF DIAMOND G INSPECTION, INC.**

Subject to bankruptcy court approval, on a mutually agreeable date to be determined, approximately 45 days following court approval of this agreement, Plant & Machinery, Inc. ("PMI") located at 1304 Langham Creek Drive, Suite 454, Houston, TX 77084, domiciled in the State of Texas, in joint venture with PPL Group LLC ("PPL"), located at 105 Revere Drive, Suite C, Northbrook, IL 60062, domiciled in the State of Illinois ("PPL") and hereinafter both referred to jointly as ("AUCTIONEER"), will act as sales agent and hold a an online "webcast" style auction with live online bidding for the benefit of Allison D. Byman, Ch 7 Trustee of the Estate of Diamond G Inspection Inc. ("DEBTOR"), Case #24-90530 in the United States Bankruptcy Court, Southern District of Texas (Houston), Byman & Associates PLLC, 7924 Broadway, STE 104, Pearland, TX 77581 ("TRUSTEE") of all of the designated tangible personal property (TPP), as inspected by Ronald G. Moore and Robert Brundage, located at 10050 W. Little York, Building G, Houston, TX 77041.

Other assets belonging to DEBTOR, such as truck mounted darkrooms and associated A/C units, portable generators and possibly some test equipment are located offsite (said to be in Midland TX, Houston TX) and some equipment is stored in the Salt Lake City area. AUCTIONEER will include any such items in the auction if they are returned to the W. Little York Road sale site in time for the auction. If not returned, we suggest that the Estate be compensated if that TPP is sold by some other party.

AUCTIONEER will not charge TRUSTEE a direct commission, but rather will charge and retain from all buyers at the TPP auction a Buyer's Premium of 15%. Bidspotter.com and Proxibid will be utilized as the third-party software providers supplying their online bidding platforms with which to conduct the webcast sale. They will charge and retain from all online buyers at the auction a 3% Buyer's Premium in addition to the 15% for a total of 18%. AUCTIONEER will charge TRUSTEE for expenses in direct connection with the auction sale, which we estimate to be \$29,201 and are detailed on the attached Exhibit A. AUCTIONEER will endeavor to bring in the remaining TPP that is located offsite in the Houston area (such as the large trailer at Bise Welding & Fabricating), to be coordinated with TRUSTEE, which will involve additional expense to the estate.



HEADQUARTERS:

1304 Langham Creek Drive, Suite 454, Houston, TX 77084

P.O. Box 218568, Houston, TX 77218-8568

(713) 691-4401 • 800-AUCTION (282-8466)

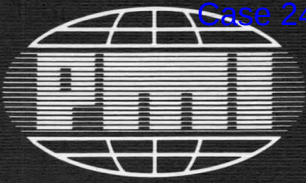
FAX: (713) 672-7905 • www.pmi-auction.com

E-Mail: pmi@pmi-auction.com

These expenses are an estimate only, but will not vary by more than 10%. We believe that when the above monies are properly spent, it will result in value added to the sale, reflected in the final sales proceeds, and therefore minimize the actual cost to TRUSTEE.

It is further agreed by the parties that AUCTIONEER shall advance the expense monies set out in the aforesaid budget and that it will deduct the expense monies properly paid by AUCTIONEER and detailed at the time of settlement. AUCTIONEER will act on behalf of TRUSTEE as a turn-key service provider handling all aspects of the TPP auction sale, unless otherwise noted, as listed below;

1. **SITE PREPARATION AND SUPERVISION OF SITE CLEARANCE:**
AUCTIONEER will create a lot listing (sale catalog). AUCTIONEER representative will be on site to oversee inspection of the TPP and oversee removals.
2. **ASSET INVENTORY:** AUCTIONEER personnel will describe the various lots to be auctioned utilizing the above referenced inventory information, and will prepare the lot numbers and lot descriptions which will then be used by AUCTIONEER to prepare advertising, to publish catalogs for the sale, and also to print invoices to all buyers.
3. **MARKETING:** AUCTIONEER advertising people will photograph the TPP, prepare detailed descriptions and assemble other pertinent information for advertising.
4. **ADVERTISING SPECIFICS:**
 - A. **PRINT MEDIA:** Advertising will include direct mail flyers sent to potential customers. We will advertise in applicable area newspaper media.
 - B. **ELECTRONIC MEDIA:** Digital brochures will be downloadable from the calendar web page created for this auction. Colorful and informative HTML ads will be sent via an email campaign.
5. **ADVERTISING FOLLOW-UP:** AUCTIONEER further will engage in a telephone marketing campaign in order to provide a personal touch to invitations for participation to the most serious bidders.



HEADQUARTERS:

1304 Langham Creek Drive, Suite 454, Houston, TX 77084
P.O. Box 218568, Houston, TX 77218-8568

(713) 691-4401 • 800-AUCTION (282-8466)

FAX: (713) 672-7905 • www.pmi-auction.com

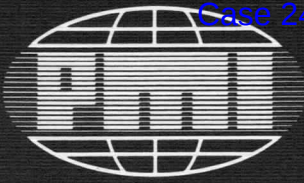
E-Mail: pmi@pmi-auction.com

6. **CONDUCT OF SALE:** On sale day, auctioneers will be provided as well as support personnel for registration, recording the auction, invoicing, collections, etc.
7. **COLLECTIONS AND REMITTANCES:** AUCTIONEER will collect all auction proceeds and charge and collect from buyers at the auction all applicable sales taxes and remit those taxes to the appropriate entity. AUCTIONEER will provide TRUSTEE with a detailed accounting and disbursement of collected net proceeds beginning twenty (20) banking days after the auction of TPP.

It is understood that TRUSTEE will continue to bear the expenses, if any, of rent, storage, utilities, security and cameras, and any required insurance as may be applicable throughout the auction process. It is understood that AUCTIONEER is not responsible for any such expenses except as set forth herein. It is also understood and agreed that the continued responsibility for the handling and disposal of any hazardous or toxic waste lies with parties other than AUCTIONEER, and that AUCTIONEER shall assume no responsibility or liability for the handling or disposal of the same.

All TPP will be sold on an "AS IS, WHERE IS, WITH ALL FAULTS" basis, with no representations or warranties whether express or implied, of any kind including without limitation the warranty of fitness. TRUSTEE hereby agrees that AUCTIONEER shall have the sole and exclusive right to sell the TPP located at 10050 W. Little York, Building G, Houston, TX 77041, at public auction, and to have the expense-free use of the facilities to conduct the auction and arrange for the removal of items sold. TRUSTEE presently anticipates that such occupancy will be granted by her acceptance on the last page of this proposal.

AUCTIONEER comes on-site with insurance coverage of \$11,000,000 for general liability, and TRUSTEE will automatically be added as an additional insured on the policy. If applicable, TRUSTEE warrants that it will be responsible for and will have taken all necessary steps to give any legally required notice of the auction sale as required by law to all interested and concerned parties, and that it will have taken all actions necessary to comply with any applicable laws or the terms of any applicable lending and security documents if the same should exist.



HEADQUARTERS:

1304 Langham Creek Drive, Suite 454, Houston, TX 77084
P.O. Box 218568, Houston, TX 77218-8568

(713) 691-4401 • 800-AUCTION (282-8466)

FAX: (713) 672-7905 • www.pmi-auction.com

E-Mail: pmi@pmi-auction.com

TRUSTEE represents and warrants that good, marketable and merchantable title to all TPP shall pass to the successful bidders free and clear of all liens, claims, encumbrances, including, without limitation, security interests, tax liens or charges, statutory liens of every kind, the lien of any judgement or decree, and the rights of former owners. TRUSTEE warrants that such title will be conveyed by its acceptance on the last page of this proposal. Specifically, TRUSTEE will provide clean transferrable motor vehicle titles for all applicable TPP and AUCTIONEER will complete the required transfer sale transfer documentation acting as agent for TRUSTEE. TRUSTEE agrees to obtain replacement titles for vehicles currently without a title. To the extent a title cannot be obtained prior to the auction it will be removed for the sale.

TRUSTEE represents by her signature below that TRUSTEE has been or will seek authority from the Bankruptcy Court to be properly empowered to sell and convey title to the TPP, and will provide AUCTIONEER with court documentation as evidence of that authority.

As a matter of Texas law, we are required to advise you that should you have any complaints to be made to the Texas Department of Licensing and regulation in connection with this company or its' auctioneers, said department's address and phone number are P.O. Box 12157, Austin, Texas, 78711, (512) 463-2906.

AGREED TO AND ACCEPTED BY:

Date-____/____/____

Allison D. Byman,
Trustee for the Estate of Diamond G Inspection, Inc.

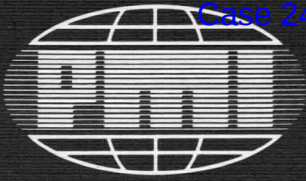
Date-____/____/____

Ronald G. Moore,
President, Plant & Machinery, Inc.

Date-____/____/____

Alex Mazer,
Executive Vice President, PPL Group LLC

DiamondG~.docx



HEADQUARTERS:

1304 Langham Creek Drive, Suite 454, Houston, TX 77084

P.O. Box 218568, Houston, TX 77218-8568

(713) 691-4401 • 800-AUCTION (282-8466)

FAX: (713) 672-7905 • www.pmi-auction.com

E-Mail: pmi@pmi-auction.com

Exhibit A - Expense Budget for Diamond G Inspection, Inc.

A. Direct Mail Advertising			
-Brochures (6,850/4-page/color)	\$ 2,913		
-Postage	4,421		
-Mailing List	578		
Total Direct Mail Advertising		\$ 7,912	
B. Print Media Advertising & 3rd party Email blitz		6,500	
C. Website HTML creation, internal E-blitz, etc.		600	
D. Catalogs for inspection day		200	
Total Advertising Expenditures			\$ 15,212
E. Labor			
-Leadman: 5 man weeks		5,625	
-Backup ringman/clerk/auctioneer		1,550	
-Temporary Labor: 180 man hours		3,420	
Total Labor			10,595
F. Mileage			719
G. Miscellaneous			
-Cleaning Supplies		250	
-Office Supplies		100	
-Bank Charges		250	
-Credit card processing charge (for deposits)		50	
-General Insurance		250	
-Shipping supplies and signs to Leadman		25	
-Bidspotter & Proxibid Remote Administration Fees		1,750	
Total Miscellaneous			2,675
TOTAL			\$ 29,201